

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM457870

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/28/2017		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BC-USA, Inc.		12/19/2017	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	ZNHC, Inc.		
Street Address:	300 Martin Luther King Blvd.		
Internal Address:	Suite B		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19801		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 50			
Property Type	Number	Word Mark	
Serial Number:	86514044	A ARTISAN CHEESE MASTERS OF AMERICA	
Serial Number:	87469724	ALOUETTE	
Serial Number:	87083375	HAUTE FROMAGERIE	
Serial Number:	86324181	THINESSE	
Serial Number:	87608020	MONTAVIA	
Registration Number:	2076549		
Registration Number:	4456623	ALOUETTE	
Registration Number:	1239584	ALOUETTE	
Registration Number:	3769859		
Registration Number:	3021961	ALOUETTE	
Registration Number:	3767357	ALOUETTE	
Registration Number:	1936939	ALOUETTE	
Registration Number:	2747315	ALOUETTE BABY BRIE	
Registration Number:	2626034	ALOUETTE CREME FRAICHE	
Registration Number:	3024810	ALOUETTE CUISINE	
Registration Number:	2840386		
Registration Number:	2732282	BABY BRIE	

CH \$1265.00 86514044

Property Type	Number	Word Mark
Registration Number:	2661579	BAGEL SHOPPE
Registration Number:	2689703	BAGEL SHOPPE
Registration Number:	3750703	CAFE CLASSICS
Registration Number:	2044013	CAFE CLASSICS
Registration Number:	3142522	CAFE CLASSICS
Registration Number:	2889191	COUR ROYALE
Registration Number:	1769405	CREME DE BRIE
Registration Number:	1473364	DELICE DE FRANCE
Registration Number:	1521990	DELICE DE FRANCE
Registration Number:	2011770	DELICE DE FRANCE
Registration Number:	2321981	DELICO
Registration Number:	1449916	DOUX DE MONTAGNE
Registration Number:	1222762	DOUX DE-MONTAGNE
Registration Number:	2142883	ELEGANTE
Registration Number:	1958313	GRAND CAMEMBERT
Registration Number:	2008094	
Registration Number:	0985596	ILE DE FRANCE
Registration Number:	5023301	
Registration Number:	5027665	
Registration Number:	5027664	ILE DE FRANCE
Registration Number:	5023302	ILE DE FRANCE
Registration Number:	3406454	ILE DE FRANCE
Registration Number:	3410235	ILE DE FRANCE
Registration Number:	0303224	ILE DE FRANCE
Registration Number:	1143540	
Registration Number:	0977808	
Registration Number:	1246504	LE PETIT DELICE DE FRANCE
Registration Number:	1247212	LE PETIT DELICE DE FRANCE
Registration Number:	1593186	MONTRACHET
Registration Number:	2048324	SALADENA
Registration Number:	2269220	SALADENA
Registration Number:	2142813	SANTA ROSA
Registration Number:	4099352	SLOW DOWN AND SAVOUR WITH ALOUETTE

CORRESPONDENCE DATA

Fax Number: 2027393001

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 202-739-5093

Email:	michelle.raynes@morganlewis.com
Correspondent Name:	Kristin H. Altoff
Address Line 1:	1111 Pennsylvania Avenue, NW
Address Line 2:	Attn: TMSU
Address Line 4:	Washington, D.C. 20004

NAME OF SUBMITTER:	Kristin H. Altoff
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SIGNATURE:	/Kristin H. Altoff/
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DATE SIGNED:	01/12/2018
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Total Attachments: 6

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Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BC-USA, INC.", A DELAWARE CORPORATION,

WITH AND INTO "ZNHC, INC." UNDER THE NAME OF "ZNHC, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2017, AT 11:43 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2017 AT 12:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

2356841 8100M
SR# 20177739279

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203834668
Date: 12-27-17

TRADEMARK
REEL: 006248 FRAME: 0582

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

BC-USA, INC.,
a Delaware corporation,

WITH AND INTO

ZNHC, INC.,
a Delaware corporation

Pursuant to Title 8, Section 253(a) of the Delaware General Corporation Law (the "DGCL"), the undersigned corporation hereby executes and submits the following Certificate of Ownership and Merger, dated December 19, 2017:

1. The names of the merging corporations are BC-USA, Inc., a Delaware corporation (the "Subsidiary"), and ZNHC, Inc., a Delaware corporation (the "Surviving Corporation").
2. Immediately prior to the merger, the Surviving Corporation owned one-hundred percent (100%) of all issued and outstanding shares of each class of capital stock of the Subsidiary.
3. The Board of Directors of the Surviving Corporation, by resolutions duly adopted by unanimous written consent on November 28, 2017, determined to merge the Subsidiary with and into the Surviving Corporation pursuant to Section 253 of the DGCL. A true and correct copy of such resolutions is annexed hereto as Exhibit A. Said resolutions have not been modified or rescinded and are in full force and effect on the date hereof.
4. The merger of Subsidiary with and into the Surviving Corporation and this Certificate of Ownership and Merger shall be effective as of 12:01 A.M. on December 28, 2017 (the "Effective Time").
5. This merger may be amended, terminated and abandoned by the Board of Directors of the Surviving Corporation at any time prior to the Effective Time.

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Ownership and Merger to be signed and attested by its duly authorized officer as of the day and year above written.

ZNHC, Inc.
(a Delaware corporation)

By: 

Name: Lewis D. Gitlin

Title: *COB SECY*

Exhibit A

Board Resolutions

See attached.

**UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS
OF
ZNHC, INC.**

November 28, 2017

Pursuant to Section 141 of the General Corporation Law of the State of Delaware (the "**DGCL**"), the undersigned being all of the members of the Board of Directors (the "**Board**") of ZNHC, Inc., a Delaware corporation (the "**Corporation**"), hereby consent in writing to the adoption of the following resolutions with the same force and effect as if they had been unanimously adopted at a duly convened meeting of the Board.

WHEREAS, the Corporation owns one-hundred percent (100%) of the issued and outstanding shares of each class of capital stock of BC-USA, Inc., a Delaware corporation (the "**Subsidiary**"); and

WHEREAS, it is deemed advisable and in the best interest of the Corporation to merge the Subsidiary with and into the Corporation.

NOW, THEREFORE, BE IT:

RESOLVED, that the Subsidiary be merged with and into the Corporation pursuant to Section 253 of the DGCL (the "**Merger**"), so that the separate existence of the Subsidiary shall cease as soon as the Merger shall become effective, and the Corporation shall continue as the surviving corporation; and

RESOLVED FURTHER, that the form, terms and provisions of the Plan of Merger to be executed and delivered by the Corporation be, and the same hereby is, in all respects approved, and that each officer of the Corporation (each such person, an "**Authorized Officer**") be, and each hereby is, authorized and empowered, in the name and on behalf of the Corporation, to execute, deliver and perform the obligations set forth in the Plan of Merger, with such changes, additions and modifications thereto as such Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by his or her execution and delivery thereof; and

RESOLVED FURTHER, that each share of common stock of the Subsidiary, par value \$10.00 per share, issued and outstanding immediately prior to the effectiveness of the Merger shall, by virtue of the Merger and without any action on the part of the holders thereof, automatically be cancelled and retired and shall cease to exist; and

RESOLVED FURTHER, that any Authorized Officer be, and each of them hereby is, authorized to prepare and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions, and to file the Certificate of Ownership and Merger with the Secretary of State of Delaware and pay any fees related to such filing; and

RESOLVED FURTHER, that any Authorized Officer be, and each of them hereby is, authorized and empowered to take all such further action and to execute, deliver and file all such further agreements, certificates, instruments and documents, in the name and on behalf of the Corporation, and if requested or required, under its corporate seal duly attested by the Secretary or Assistant Secretary; to pay or cause to be paid all expenses; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions; and

RESOLVED FURTHER, that any and all actions heretofore taken by any officer of the Corporation or any person or persons in connection with any transaction or objectives approved in the foregoing resolutions, and all transactions related thereto, are hereby approved, ratified and confirmed in all respects; and any and all actions hereafter to be taken by said officers or person or persons in furtherance of the objectives of the foregoing resolutions are hereby authorized, approved and ratified in all respects.

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